

**NEW YORK STATE THOROUGHBRED BREEDING AND
DEVELOPMENT FUND CORPORATION
MINUTES OF THE MEETING OF THE BOARD OF
DIRECTORS HELD NOVEMBER 8, 2007**

A meeting of the Board of Directors of the New York State Thoroughbred Breeding and Development Fund Corporation (the "Fund") was held at 10:00 a.m. on November 8, 2007 at the Fund's office in Saratoga Springs, New York.

Present

Lorraine Power Tharp	Chair
Harry Snyder	Commissioner, State Racing Commission
John Tesiero	Commissioner, State Racing Commission
Dan Hogan	Chairman, Racing and Wagering Board
Cathy Durand	Deputy Commissioner, Agriculture and Markets
Jackie Moody-Czub	Deputy Commissioner, Agriculture and Markets
Ed Kelly	Breeder
William Wilmot, DVM	Breeder
Chris Dragone	NYTB Executive Director
Martin Kinsella	Executive Director
William McCabe	Comptroller
Jim Zito	Field Identification Team
Kyle Flaherty	Counsel
Diane Fraizer	Guest

Chairwoman Lorraine Power Tharp called the meeting to order at 10:00 a.m. As the first order of business, the Chair directed that the Board members review the Minutes of the Board's August 2007 meeting. After some discussion, the Board unanimously approved the Minutes without any changes.

As the next order of business, the Chair directed Mr. Kinsella and Mr. McCabe to review the Fund's September 30, 2007 Financial Report. Mr. McCabe that Fund revenues were down over 3% from the same period last year, and that awards were up over that same period. It was noted

that NYC-OTB remains four months behind in its payments to the Fund. After a thorough review of the Financial Report and some discussion thereon, the Board unanimously approved the September 2007 Financial Report.

As the next order of business, Chairwoman Power Tharp directed Mr. Kinsella to distribute the Fund's proposed Budget for 2008. Mr. Kinsella distributed a two-page document consisting of the Fund's proposed Budget for 2008 and a proposed Budget and Financial Plan for years 2006 through 2011. After a thorough review of the proposed Budget for 2008, the Board unanimously approved the proposed Budget for 2008.

As the next order of business, Chairwoman Power Tharp asked Diane Fraizer, a lobbyist for NYTB, to give the Board members a legislative report concerning the status of the racing franchise in New York State. Ms. Fraizer explained that the Governor's Office and the legislative leaders were having high level discussions regarding the prospect of renewing NYRA's franchise. She noted that there appears to be a great deal of discussion about splitting the franchise in a way that would allow NYRA to continue the traditional racing operations and granting the gaming operations to a separate entity. Ms. Fraizer added, however, that the discussions appear to be very fluid so that it is not possible to predict what resolution will ultimately be adopted in Albany.

The Chair then asked Mr. Zito to give the Fund's Advertising Report. Mr. Zito provided the Board members with an overview of the Fund's Advertising efforts, noting that the Fund has been focusing much of its advertising of late around the Keenland sales. Mr. Zito noted that the Fund's website continues to be a valuable and well utilized tool, informing the Board members that the website had 46,000 visits in October 2007 and over 500,000 per year.

As the next order of business, Chairwoman Power Tharp asked Mr. Dragone to report on NYTB's promotional activities on behalf of the Fund since the prior Board meeting. Mr. Dragone distributed a Report dated November 30, 2007 identifying the various promotional activities engaged in by NYTB over the last several months, and setting forth the costs associated with same.

As the next order of business, Chairwoman Power Tharp asked Commissioner Snyder to give a report of the Fund's Audit Committee. Commissioner Snyder reported that the Audit Committee met prior to the Board meeting and had resolved that it would solicit bids for outside auditors. Mr. Kinsella noted that the New York State Comptroller's Office was conducting a follow-up to its Fiscal Controls audit from 2004, but noted that he had nothing to report on that follow-up at that time.

Chairman Hogan reported that the Board's Compensation Committee has worked with Mr. Kinsella and Fund Counsel in an effort to formalize all of the Fund's employment and operational policies into a Policy Manual. The Policy Manual is not yet completed, but should be completed in advance of the next meeting.

Chairwoman Power Tharp then noted that if the Board is prepared to authorize the Fund to pay awards at the statutory maximums, the Board must adopt a resolution authorizing such action.

Upon which a motion was duly made and seconded to increase all breeder, stallion and owners awards for 2007 to the maximum levels permitted by statute. This motion passed unanimously.

With respect to Board meetings throughout 2008, Mr. Kinsella proposed that the meetings be held on the following dates: February 7, 2008, May 8, 2008, August 19, 2008 and October 30, 2008. After some discussion, a motion was duly made and seconded to adopt those dates for the Board's 2008 meetings, and the motion was passed unanimously.

Chairwoman Power Tharp then noted that Deputy Commissioner Durand would no longer be serving on the Fund's Board and thanked her for all of her efforts and valuable service over the past two years. The Chair also welcomed Jackie _____, also a Deputy Commissioner with Agriculture and Markets, as her replacement.

With no further business pending before the Board, the meeting was adjourned. The next meeting is scheduled for February 7, 2008 at the Fund's office in Saratoga Springs, New York.